

**ENTERED**

January 12, 2023

Nathan Ochsner, Clerk

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

In re:

COMPUTE NORTH HOLDINGS, INC., *et al.*,<sup>1</sup>

Debtors.

)  
) Chapter 11  
)  
) Case No. 22-90273 (MI)  
)  
) (Jointly Administered)  
)**STIPULATION AND AGREED ORDER  
BY AND BETWEEN THE DEBTORS AND  
SMITH, ANDERSON, BLOUNT, DORSETT, MITCHELL & JERNIGAN, LLP**

The above-captioned debtors and debtors in possession (collectively, the “Debtors”), by and through their undersigned counsel, and Smith, Anderson, Blount, Dorsett, Mitchell & Jernigan, LLP (“Smith Anderson”, and together with the Debtors, the “Parties”), hereby enter into this stipulation and agreed order (this “Stipulation and Agreed Order”) and stipulate and agree as follows:

**WHEREAS**, on September 22, 2022 (the “Petition Date”), the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Southern District of Texas (the “Bankruptcy Court”), commencing the above-captioned chapter 11 cases (the “Chapter 11 Cases”). The Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: Compute North Holdings, Inc. (4534); Compute North LLC (7185); CN Corpus Christi LLC (5551); CN Atoka LLC (4384); CN Big Spring LLC (4397); CN Colorado Bend LLC (4610); CN Developments LLC (2570); CN Equipment LLC (6885); CN King Mountain LLC (7190); CN Minden LLC (3722); CN Mining LLC (5223); CN Pledgor LLC (9871); Compute North Member LLC (8639); Compute North NC08 LLC (8069); Compute North NY09 LLC (5453); Compute North SD, LLC (1501); Compute North Texas LLC (1883); Compute North TX06 LLC (5921); and Compute North TX10 LLC (4238). The Debtors’ service address for the purposes of these chapter 11 cases is 7575 Corporate Way, Eden Prairie, Minnesota 55344.

**WHEREAS**, on October 6, 2022, the Office of the United States Trustee for the Southern District of Texas appointed an official committee of unsecured creditors. No trustee or examiner has been appointed in the Chapter 11 Cases.

**WHEREAS**, on September 26, 2022, the Bankruptcy Court entered the *Order (I) Authorizing Debtors to (A) File a Consolidated Creditor Matrix, (B) File a Consolidated List of 30 Largest Unsecured Creditors, and (C) Redact Certain Individual and Customer Confidential Information, (II) Approving Form and Manner of Notifying Creditors of Commencement of Chapter 11 Cases and Other Information, (III) Setting Bar Dates for Filing Proofs of Claim, Including Requests for Payment Under Section 503(B)(9), and (IV) Granting Related Relief* [Docket No. 86] (the “Bar Date Order”).

**WHEREAS**, the Bar Date Order effectively set November 23, 2022, at 5:00 p.m. (prevailing Central Time) as the deadline (the “Claims Bar Date”) to file a request for allowance of all types of claims against the Debtors that arose or are deemed to have arisen before the Petition Date, except for claims specifically exempt from complying with the applicable Bar Dates (as defined in the Bar Date Order) as set forth in the Bar Date Order.

**WHEREAS**, on November 22, 2022, Smith Anderson filed Proof of Claim # 10086 (“POC 10086”), in the Compute North LLC case (Case No. 22-90275) which asserts a general unsecured claim in the amount of \$5,165.34 against the Debtors (the “Claim”).

**WHEREAS**, Smith Anderson holds a \$20,245.50 retainer belonging to the Debtors in a trust account (the “Retainer”).

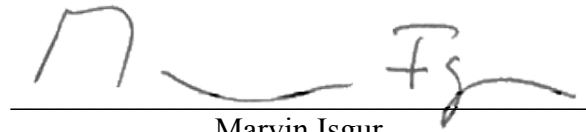
**WHEREAS**, to fully resolve the Claim, subject to approval of the Bankruptcy Court, the Parties have agreed to enter into and jointly submit this Stipulation and Agreed Order.

**NOW, THEREFORE, IT IS STIPULATED AND AGREED TO BY THE PARTIES, AND UPON APPROVAL BY THE BANKRUPTCY COURT OF THIS STIPULATION AND AGREED ORDER, IT IS SO ORDERED AS FOLLOWS:**

1. The above recitals are incorporated herein by reference with the same force and effect as if fully set forth hereinafter.
2. To fully resolve POC 10086, the Parties stipulate and agree that the entirety of the Claim amount asserted in POC 10086 shall be deducted from the amount of the Retainer held by Smith Anderson. Smith Anderson shall return \$15,080.16, the entire remaining amount of the Retainer, to the Debtors' estate within ten (10) business days after entry of this Stipulation and Agreed Order. Subsequently, POC 10086 shall be disallowed in its entirety.
3. Upon entry of this Stipulation and Agreed Order, Smith Anderson shall be deemed to have waived and released any and all other claims it may have against the Debtors and their estates. For the avoidance of doubt, nothing in this Stipulation and Agreed Order shall be construed as waiver of the Parties' rights against any Person not expressly released herein. The Parties agree that the claim register shall be updated to reflect the terms of this Stipulation and Agreed Order.
4. The Bankruptcy Court retains exclusive jurisdiction and power to interpret and enforce the terms of this Stipulation and Agreed Order.

**IT IS SO ORDERED.**

Signed: January 12, 2023

  
\_\_\_\_\_  
Marvin Isgur  
United States Bankruptcy Judge

**AGREED TO FORM AND SUBSTANCE:**

Dated: January 11, 2022

/s/ James T. Grogan III

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